

HILHI BAND BOOSTERS ASSOCIATION BYLAWS

ARTICLE I - NAME

The name of the organization is Hilhi Band Boosters Association (HBBA).

ARTICLE II - PURPOSE

The purpose of this organization is to support the music programs offered at Hillsboro High School (Hilhi). More specifically support is provided through fundraising, volunteer organization, and administrative means facilitated by the HBBA. The HBBA will provide financial aid in the form of scholarships to recognized needs of the band students at Hilhi. The HBBA will raise funds to aid in the expenses incurred from but not limited to the following: uniform maintenance and purchase, instrument repair and purchase, travel, food, props, and other expenses pertaining to band camp, performances, and competitions extended to the Hilhi Band. The HBBA promotes open communication between the administration, teachers, band students and parents through the monthly HBBA board meetings and parent meetings. The HBBA is non-profit and non-partisan. This organization operates on a foundation of equity without discrimination or exclusion. This organization is organized and operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

The membership shall be opened to persons who desire to work to achieve the objectives of the HBBA. It is stipulated that the majority of the voting membership shall be Parents and/or Guardians of current, active Hilhi Band students. Members may serve on the Board of Directors of HBBA. Associate Members may consist of individuals with a student currently active in Band in Grades K-8, or individuals who do not have a current student in any band program but are willing to participate. Associate Members may serve on the Board of Directors of HBBA.

The HBBA Secretary will maintain a membership roll consisting of the names of individuals voted into the HBBA Board of Directors as well as their membership dates. The membership year shall be from July 1 – June 30. Members from a previous year may retain membership during the succeeding year(s). New membership may be added at any time. There will be a membership drive commencing in the spring of each school year.

ARTICLE IV – OFFICERS

The HBBA Board of Directors shall consist of: A President, Vice President, Secretary, Treasurer and at least four (4) Board Members at Large representing general positions of Volunteer Coordinator, Chuck Wagon, Compound, and Uniforms. A Faculty Representative, the Band Director, is a non-voting board member. The term for board members shall be July 1 – June 30. Vacancies during the term shall be filled by an appointment by the existing Board Members as recommended by the President of the HBBA.

ARTICLE V – OFFICER ROLES

1. President:

- a. Presides at all HBBA Board of Director meetings and prepares an agenda for each meeting.

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- b. Is available during Hilhi Band Parent Meetings.
 - c. Serves as the official spokesperson for the organization.
 - d. Serves as a member ex-officio of all committees.
 - e. Performs such duties as may be prescribed by these bylaws or assigned by the organization or the Board of Directors.
 - f. Coordinates the work of the officers and committees, in order that the objectives may be promoted.
2. Vice President:
- a. Assists the President as needed.
 - b. Fulfills the duties of the President if the President is absent.
 - c. The Vice President(s) shall oversee all fundraising efforts by the HBBA, although the Vice President may delegate fundraising activities to a fundraising committee. The Vice President shall be a member ex-officio of all fundraising committees.
 - d. Serves as Volunteer Coordinator if the position is not filled.
3. Secretary:
- a. Takes minutes at all HBBA meetings.
 - b. Maintains the bylaws. This information is to be kept in a permanent record book in the custody of the current secretary. Storage of documents in an electronic fashion is approved.
 - c. Keeps a record of all correspondences.
 - d. Ensures meeting minutes are approved by the HBBA Board of Directors.
 - e. Keeps attendance records for all general meetings or Board of Director Meetings.
 - f. If the Secretary is unable to attend a Board Meeting, he/she will make arrangements for another member to record minutes.
4. Treasurer:
- a. Shall receive monies for the HBBA. Sources of the money may be from fundraising, donations, student fair share fees, and/or other sources.
 - b. Keeps an accurate record of receipts and expenditures.
 - c. Coordinates counting of money from events/fundraisers.
 - 1. Provides cash box upon request for fundraising events or coordinates with Band Director to acquire cash box from the Hilhi Bookkeeper
 - 2. Will coordinate with each event facilitator to address cash needs.
 - d. Presents a treasury report at every HBBA Board of Directors meeting or as requested by the Board of Directors. The report will include receipts, expenditures & balances in the bank.
 - e. Presents a year end summary at the final HBBA Board of Directors meeting.
 - f. Ensures all checks issued through the HBBA's non-school account are signed by an authorized signer. Authorized signers include the Treasurer, President, Vice President, and Secretary. In addition, the Co-Vice President and Co-Treasurer may be authorized signers as well should those positions become filled.
 - g. Shall file required tax forms for current fiscal year by deadline required by the IRS or provide necessary paperwork to a Board approved CPA to file the required tax forms.

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- h. If maintaining a membership with Parent Boosters USA, their guidelines require that Hilhi Band Boosters Association annually file an IRS information 990-series, using the member's assigned federal tax identification number (EIN), by the 15th day of the 5th month after the close of the organization's fiscal year (i.e. if your fiscal year closes June 30th, Form 990 must be filed by November 15th each year).

5. Volunteer Coordinator:

- a. Ensures the band website is updated each spring. Updates may include but are not limited to: upcoming fundraisers, sponsorship logos & URLs, band camp registration, handbook, forms, etc. Publicizes band camp registration at South Meadows Middle School and Groner Elementary (K-8) in the spring to capture incoming freshmen before school is out in June.
- b. Ensures there is a band camp registration process in place by early spring for the subsequent year.
- c. Prior to the start of Band Camp, creates accounts in the Volunteer Management Software ensuring that accounts pertaining to graduated seniors are archived or removed.
- d. Creates volunteer sign-ups for upcoming band events, competitions, fundraising events, and other band related activities. Ensures each activity is appropriately staffed with volunteers.
- e. Ensures all volunteers have completed the Hillsboro School District's Volunteer Application as required per Hillsboro School District.
<https://volunteerapplication.hsd.k12.or.us/>
- f. Manages the Hilhi Band Google Calendar. Dates for band camp, fall marching practice, football games, and marching competitions should be posted to the calendar in the spring for the following marching season. By early fall, dates should be posted for fundraising events (including restaurant nights), Band Concerts, and Jazz Band Concerts. By late fall dates should be posted for pep band performances and spring concerts. The Google calendar is embedded within the Hilhi Band Website searchable by parents and band families.

ARTICLE VI – HBBA BOARD OF DIRECTORS

1. Membership:

- a. President, Vice President, Treasurer, and Secretary.

2. Duties:

- a. Transacts necessary business between HBBA Board of Director meetings including business that has been referred to the Board from the General Members.
- b. Review and approve meeting minutes from previous meetings.
- c. Review, accept/deny proposed expenditures greater than \$100.
- d. Hold a minimum of four HBBA Board meetings during each fiscal year.
- e. Review and approve the final budget at the end of the school year. Create, review, and approve an annual budget for the upcoming year.

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3. Quorum:

- a. Ensure a quorum equivalent to a simple majority (50% +1 of voting members) is present to vote on a proposed motion. Alternatively if a motion is proposed to the HBBA Board of Directors via the HBBA email distribution, the motion can be approved if a quorum equivalent to a simple majority of HBBA Board of Directors approve the motion.

ARTICLE VII – COMMITTEES

1. Each Committee Chair will keep accurate records of all money received, tickets sold, and items sold according to the Treasurer’s account procedures.
 - a. Reimbursement will not be issued from the cash received; instead the published reimbursement process should be followed.
 - b. Cash and checks received should be turned in to the Treasurer or Hilhi Bookkeeper within one week of the conclusion of the event or fundraiser. A copy of all deposit slips needs to be provided to the treasurer.
 - c. Requests for reimbursements must be submitted to the Hilhi Band Director and must be accompanied by copies of original receipts. A copy of the reimbursement request needs to be provided to the HBBA Treasurer.
 - d. Expenditures beyond the approved budget for an event must be approved through the valid voting procedure.
2. Prior to an event or activity, the committee chairperson must inform the HBBA Board of Directors with reasonable advance notice. Chairpersons should use flyers, social media, and other relevant forms of communication to disseminate information to band families, sponsors, and other applicable entities.
3. In advance of each activity, the chairperson of an event must inform the Volunteer Coordinator of how many volunteers will be needed, including the times, dates, and any special instructions for the needed volunteers.

ARTICLE VIII – MEETINGS

1. Meetings:

- f. Shall be held monthly on the same day and at the same time of the month, to be determined by the HBBA Board of Directors.
- g. Any change to a meeting date or time requires coordinating a new date or time with the HBBA in advance of the proposed change.
- h. Meeting dates for the school year will be posted to the Hilhi Band Calendar.

2. Special Meetings:

- a. Special meetings may be called by the President or any two members of the Board.
- b. Advance notice of a special meeting shall be sent to the members at least 5 days prior to the meeting. Information should be sent to the HBBA via the Board email distribution.

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ARTICLE IX – ELECTIONS

1. Procedure:

- a. Annual elections shall be held in April at a general meeting of the membership.
- b. Nominations of Officers and Board Members at Large shall be made by a Nominating Committee of not more than five (5) members, appointed by the President in February. Nominations will also be accepted from the floor at the general membership meeting in March and/or April.
- c. The officers, referred to hereafter as the Board of Directors to be elected are: President, Vice-President, Secretary, and Treasurer. The Board of Directors may also elect a Co-Vice President and/or a Co-Treasurer if they choose to do so. The terms of office for all officers and board members shall be one (1) year, commencing July 1 and ending June 30.
- d. In the event of a vacancy occurring mid-term, the President shall appoint a replacement to serve the remainder of the term. The appointment shall be approved by the Board of Directors. In the event of a vacancy in the office of President, the Vice President shall assume the duties of the President.

2. Term of Office:

- a. The term of each officer shall be one year, beginning on July 1 and ending on June 30.
- b. Officers may serve repeating terms as long as the member has a student active in band while serving and the HBBA Board of Directors supports additional terms by that member.

3. Vacancies:

- a. The Board of Directors for the unexpired portion of the term shall fill any vacancy in office due to unforeseen circumstances, resignation or inability to serve until the election at the next regular meeting with the procedures established herein.
- b. An officer may be removed from office if absent from three (3) consecutive meetings.
- a. Should a vacancy occur in the office of President, the Vice President shall immediately assume the office.

ARTICLE XI – FINANCES

1. Budget:

- a. The Board of Directors will make available upon request the budget showing anticipated revenue and expenses for the year.
- b. This budget will be used to guide the activities of the HBBA Board of Directors during the year.
- c. Any substantial deviation from the budget must be approved by the Board members.
- d. Requests for fund-raising activities will require:
 1. Following Hillsboro School District Policy and Guidelines
 2. Completing & submitting a Fund-Raising Activity Request Form located in the school office.
- e. The HBBA fiscal Year is July 1 to June 30.

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2. Obligations:

- a. The Board of Directors may authorize any officer or officers to enter in contracts or agreements for the purchase of materials or services on behalf of the organization upon the approval of the general membership through the voting process. The officers shall not have the authority however, to enter into such agreements on behalf of Hillsboro High School or the Hillsboro School District, nor should they hold themselves out as having such authority.

3. Commercial Paper:

- a. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by an individual authorized by the Board or Directors.

4. Deposits/Disbursements:

- a. The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select and shall make such disbursements as authorized by the Board in accordance with the budget adopted by the membership.
- b. All deposits and/or disbursements should be made within a maximum of five (5) school days from the receipt of the funds and/or orders of payment by the treasurer.

5. Money Handling Procedures:

- a. The cash box should never be left unattended. Ideally two people should be present at all times during a fundraiser.
- b. At the end of a fundraiser, at least two people should independently count the cash/checks and document the results. Cash and checks should be stored in a locked safe or cabinet until a deposit can be made.

6. Processing Credit Card Transactions:

- a. The Board of Directors may accept credit card payments in accordance with the following guidelines.
 1. Should the Board of Directors choose to accept credit card payments to be deposited into the Band's ASB account through the school, the technology used to accept/process the payments must be acquired through the HSD Office of Technology. Acquired technology must conform to Hillsboro School District Policies and Standards. The device must be used exclusively for financial transactions.
 2. Should the Board of Directors choose to accept credit card payments to be deposited into the HBBA non-school bank account, the board may select the technology to be used to accept/process payments. It is recommended that selected devices can be upgraded to the latest Operating System (OS) available at the time of purchase. Updating the OS on a device regularly helps ensure financial transactions are not exposed to security vulnerabilities. The device must be used exclusively for HBBA purposes only.

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3. Personal devices cannot be used to accept/process credit card payments on behalf of the Hilhi Band Boosters Association.

7. Financial Report:

- a. The Treasurer shall present a financial report at each HBBA Board of Directors meeting and shall prepare a final report at the close of the year.
- b. The Board of Directors may have the report and the accounts examined annually by an auditor or an informal audit committee, who, if satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules of procedure, and to matters not expressly governed by these Bylaws shall be those prescribed in the Roberts Rules of Order.

ARTICLE XIII – DISSOLUTION

1. The HBBA may be dissolved with previous notice (60 calendar days) and a two-thirds vote of the general membership at the meeting.
2. Upon dissolution of this organization, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organization under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XIV – AMENDMENTS

1. These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the HBBA by the secretary. Notice may be given by postal mail, email, or fax.
2. Amendments will be approved by a simple majority vote, assuming a quorum.

ARTICLE XV – CONFLICT OF INTEREST POLICY

1. Purpose:

The purpose of the conflict of interest policy is to protect HBBA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or general member of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or

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private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this organization shall be limited to reasonable amounts.

2. Definitions:

- a. **Interested Person.** Any officer, or general member who has direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures:

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the HBBA who are considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all materials facts, and after any discussion with the interested person, he/she shall leave the Board of Directors Meeting while the determination of conflict of interest is discussed and voted upon. The Board shall decide whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
 1. An interested person may make a presentation at the Board of Directors Meeting but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Board of Directors shall determine whether the HBBA can obtain with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the HBBA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflict of Interest Policy.
 1. If the Board of Directors have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determine that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.
4. Records of Proceedings:

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board or committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.
5. Compensation:
 - a. A voting member of the HBBA who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
 - b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
 - c. No voting member of the Board of Directors or general membership whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the HBBA, whether individually or collectively, is prohibited from providing information to the HBBA regarding compensation.
6. Periodic Reviews:

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To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at the minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organization conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

7. Use of Outside Experts:

When conducting the periodic reviews as provided for in Section 6, the HBBA may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE XVI – POLITICAL INFLUENCE

1. Purpose:

No substantial amount of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this organization shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.